

**STATE OF MAINE  
DEPARTMENT OF PROFESSIONAL AND FINANCIAL REGULATION  
OFFICE OF SECURITIES**

<b>IN RE:</b>	)	
<b>NITRO WEB HOSTING SERVICES, INC.,</b>	)	
<b>d/b/a COMPASSIONATE CLICKS, and</b>	)	<b>CEASE AND DESIST ORDER</b>
<b>LAWRENCE B. MARCUS</b>	)	
	)	
<b>Docket No. 11-007</b>	)	

This matter comes before the Securities Administrator following the filing on December 14, 2011 by the Staff of the Office of Securities (hereinafter, "the Staff") of a Petition for a Cease and Desist order against Nitro Web Hosting Services, Inc., d/b/a Compassionate Clicks, and Lawrence B. Marcus (hereinafter referred to collectively as "Respondents").

**FINDINGS OF FACT AND CONCLUSIONS OF LAW**

1. Nitro at all relevant times has been a company with a principal place of business at 105 Maxess Road, Suite 124, Melville, NY 11747.
2. Marcus is an individual residing in Farmingdale, New York, who has been at all relevant times president of Nitro.
3. In or about July of 2002, a Maine resident received a phone call from a person identifying himself as John Eckersley ("Eckersley"), who stated that he represented Nitro.
4. Eckersley explained to the Maine resident that Nitro provided dial-up internet service and that the company was offering an investment opportunity consisting of a 30% return and 2500 shares of stock. Eckersley told the Maine resident that the company would be providing its services to non-profit groups, individuals, and churches and that some of its profits would go to a children's health charity.
5. On August 2, 2002, the Maine resident invested \$10,000 in a Royalty Financing Agreement with Nitro. The agreement provided the Maine resident with 2500 shares of Nitro common stock and the following options:
  - a. A 30% return on her investment that would be paid with principal upon the passing of one year and 60 days from the date Nitro had received the funds; or,

- b. A 24% return on her investment that would be paid in monthly payments of \$200 with the return of her principal upon the passing of one year and 60 days from the date Nitro had received the funds.

The Maine resident chose the 30% return option.

- 6. The time for the return of the Maine resident's investment has passed, and the Maine resident has not received any funds back from Nitro or Marcus in connection with the investment.
- 7. On February 24, 2011, a letter was sent to Marcus via certified mail by the Staff. The letter requested information concerning the offering and sale of securities or interests by Nitro. The letter was returned to the Staff as unclaimed. On April 7, 2011, a new letter was sent to Marcus requesting the same information as the February letter, however, this time it was sent via regular mail. The letter was not returned, and the Staff has not received a response.
- 8. In February of 2000, the State of Missouri issued a Cease and Desist Order against Marcus for offering unregistered securities, transacting business as an unregistered agent, omitting to state a material fact in connection with the offer of securities, and misrepresenting a material fact in connection with the offer of securities.
- 9. At all relevant times, it has been unlawful to offer or sell a security in Maine unless the security is registered, exempt from registration, or a federal covered security. 32 M.R.S. §§ 10401, 16702(1).
- 10. The Royalty Financing Agreement and shares of Nitro common stock that Eckersley offered and sold to the Maine resident were securities. 32 M.R.S. §§ 10501, 16702(1).
- 11. At no time were the Royalty Financing Agreement or the shares of common stock registered in Maine, exempt from registration, or federal covered securities.
- 12. Every officer or other person who directly or indirectly controls a person who violates Maine securities laws is liable to the same extent as the person who commits the violation, unless the control person proves that the control person did not know and could not have discovered through the exercise of reasonable care the facts on which liability is based. 32 M.R.S. §§ 10602(3), 16702(2).
- 13. Nitro and Marcus are liable as control persons for the sale of unregistered securities described above.

14. On December 14, 2011, pursuant to 32 M.R.S. §§ 10704(4) and (5), 32 M.R.S. § 16702(1), Respondents were served with a Notice of Rights and Petition for a Cease and Desist Order when the Securities Administrator was personally served at her office.
15. On December 14, 2011, a copy of the Notice and Petition was sent, via certified mail, return receipt requested, to the Respondents at the last known address of 16 James Street, Farmingdale, NY 11735-4615.
16. An Affidavit of Compliance was filed with the Administrator.
17. On January 12, 2012, the certified mailing sent to Respondents on December 14, 2011 was returned to the Office of Securities marked "Return to Sender/Unclaimed/Unable to Forward."
18. On January 18, 2012, a copy of the Notice and Petition was sent to Respondents via regular U.S. Mail at the last known address of 16 James Street, Farmingdale NY 11735-4615. A copy was also sent to Nitro Web Hosting Services, Inc., 105 Maxess Road, Suite 124, Melville, NY 11747.
19. On February 1, 2012, the mailing sent to Nitro Web Hosting Services, Inc. via regular U.S. Mail was returned to the Office marked "Return to Sender/Not Deliverable As Addressed/Unable to Forward." The copy sent to Respondents via regular U.S. Mail at 16 James Street, Farmingdale, NY 11735-4615 was never returned.
20. Respondents were provided thirty (30) calendar days from the date of the Petition to request a hearing in this matter. No Respondent has requested a hearing or otherwise responded to the Petition and more than thirty (30) calendar days have passed.
21. In accordance with 5 M.R.S. § 9053(3), and Section 19(1) of the Office of Securities Rule Chapter 540, the Securities Administrator may dispose of this proceeding by default.
22. The Cease and Desist order requested by Staff is in the public interest because it will protect Maine investors by deterring future violations by Respondents and others and will foster public confidence in the securities industry.

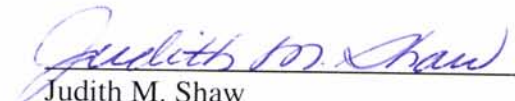


ORDER

NOW, THEREFORE, it is ORDERED that Respondents Nitro Web Hosting Services, Inc., d/b/a Compassionate Clicks, and Lawrence B. Marcus CEASE AND DESIST from offering or selling securities in violation of securities registration requirements or otherwise violating Maine securities laws.

This Order is a final agency action within the meaning of the Maine Administrative Procedure Act. Pursuant to 32 M.R.S. § 16609 it is appealable to the Superior Court of Kennebec County in the manner provided in 5 M.R.S. § 11001 and M.R. Civ. P. 80C. Any party to the proceeding may initiate an appeal within 30 days after receiving this notice. Any aggrieved nonparty whose interests are substantially and directly affected by this Order may initiate an appeal within 40 days of the date of this Order.

DATED: March 15, 2012

  
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Judith M. Shaw  
Securities Administrator